

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:) Case No. 09-B-29024
)
ARENA FOOTBALL LEAGUE, LLC,) Chapter 11
)
Debtor.) Hon. Susan Pierson Sonderby

NOTICE OF MOTION

To: See Attached Service List

PLEASE TAKE NOTICE that on Tuesday, March 30, 2010 at 10:00 a.m., or as soon thereafter as counsel may be heard, I shall appear before the Honorable Susan Pierson Sonderby, United States Bankruptcy Judge, in Courtroom 642 of the Everett McKinley Dirksen Federal Courthouse, 219 South Dearborn Street, Chicago, Illinois or before any other Bankruptcy Judge sitting in her place, for purposes of presenting the following Motion, a copy of which is attached hereto and served upon you:

**SECOND AND FINAL APPLICATION
OF ALEX D. MOGLIA, THE CHAPTER 11 TRUSTEE FOR THE DEBTOR,
FOR ALLOWANCE OF COMPENSATION (BASED ON DISBURSEMENTS
FROM JANUARY 20, 2010 THROUGH MARCH 8, 2010)**

You may appear at such hearing if you see fit. The hearing may result in a decision or adjournment without further notice to you.

PLEASE TAKE FURTHER NOTICE that the parties wishing to object to the Fee Application must file written objections with the Clerk of the Court and serve such objections on the following: counsel for the Trustee, John Collen, Tressler LLP, 233 S. Wacker Drive, 22nd Floor, Chicago, Illinois 60606, Fax: (312) 627-1717; such filing and service to be made in each case to allow actual receipt of the objection prior to the hearing on the Fee Application.

Applicant: **ALEX D. MOGLIA, as Chapter 11 Trustee**

By: /s/ Alex. D. Moglia
Alex D. Moglia, as Chapter 11 Trustee
to Debtor, Indoor Football Estate, LLC
(f/k/a Arena Football League, LLC)

Alex D. Moglia
1325 Remington Road
Suite H
Schaumburg IL 60173
(847) 884-8282

CERTIFICATE OF SERVICE

I, Si-Yong Yi, an attorney, state that on March 9, 2010 pursuant to Local Rule 9013-3(D), that I caused the above-referenced Notice of Motion and Motion to be filed and served on all parties identified as Registrants on the service list below through the Court's Electronic Notice for Registrants and, as to all other parties on the service list below, via electronic mail, facsimile or First Class U.S. Mail to the address(es) as indicated on the attached service list.

/s/ Si-Yong Yi

474575

SERVICE LIST

In re: Arena Football League, LLC, Case No. 09-B-29024

Registrants in the Case:

(Service Through ECF)

<p><u>Counsel For Trustee</u></p> <p>John Collen Si-Yong Yi Tressler LLP 233 S. Wacker Drive, 22nd Floor Chicago, IL 60606 Tel: (312) 627-4000 Fax: (312) 627-1717 E-mail: jcollen@tresslerllp.com syi@tresslerllp.com</p>	
<p><u>Counsel For Arena Football League, LLC</u></p> <p>William J. Factor The Law Office of William J. Factor, Ltd. 1363 Shermer Road, Suite 224 Northbrook, IL 60062 Tel: (847) 239-7248 Fax: (847) 574-8233 E-mail: wfactor@wfactorlaw.com</p> <p>Sara E. Lorber The Law Office of William J. Factor, Ltd. 105 W. Madison, Suite 400 Chicago, IL 60602 Tel: (312) 502-5807 Fax: (312) 502-5807 E-mail: slorber@wfactorlaw.com</p> <p>Jessica Tovrov Tovrov Law Offices 105 West Madison Street, Suite 400 Chicago, IL 60602 Tel: (312) 252-7362 Fax: (312) 264-2535 E-mail: jessica@tovrovlaw.com</p>	<p><u>Counsel For Fifth Third Bank</u></p> <p>J. Mark Fisher Jason M. Torf Schiff Hardin & Waite 233 S. Wacker Dr., Suite 6600 Chicago, IL 60606 Tel: (312) 258-5500 Fax: (312) 258-5700 E-mail: mfisher@schiffhardin.com jtorf@schiffhardin.com</p>

<p><u>Counsel For Steve Woltmann</u></p> <p>Frank J. Kokoszka Kokoszka & Janczur, P.C. 140 S Dearborn, Suite 1610 Chicago, IL 60603 Tel: (312) 443-9600 Fax: (312) 443-5704 E-mail: fkokoszka@k-jlaw.com</p>	<p><u>Counsel For Gridiron Enterprises, Inc., Johnson & Bell, Ltd., Sheraton New Orleans Hotel and Members of The Unsecured Creditors Committee</u></p> <p>Richard S. Lauter Freeborn & Peters LLP 311 S. Wacker Drive, Suite 3000 Chicago, IL 60606 Tel: (312) 360-6641 Fax: (312) 360-6570 E-mail: rlauter@freebornpeters.com</p>
<p><u>Counsel For PR II Presidents Plaza JV, LLC</u></p> <p>Patrick C. Maxcy Stephanie L. Wowchuk Sonnenchein, Nath & Rosenthal 233 S. Wacker Drive, Suite 8000 Chicago, IL 60606 Tel: (312) 876-2810 Fax: (312) 876-7934 E-mail: pmaxcy@sonnenchein.com</p>	<p><u>Counsel For Gridiron Enterprises, Inc.</u></p> <p>Pia N. Thompson Kovitz Shifrin Nesbit 750 W. Lake Cook Rd., Suite 350 Buffalo Grove, IL 60089 Tel: (847) 777-7258 Fax: (847) 537-0550 E-mail: pthompson@ksnlaw.com</p>
<p><u>Counsel For DP Fox Football Holdings, LLC d/b/a Grand Rapids Rampage and Acquisition Holdings, LLC</u></p> <p>Peter A. Clark Jennifer A. Kimball Barnes & Thornburg LLP One North Wacker Drive, Suite 4400 Chicago, IL 60606 Tel: (312) 357-1313 Fax: (312) 759-5646 Email: pclark@btlaw.com jkimball@btlaw.com</p>	<p><u>Counsel For Proskauer Rose LLP</u></p> <p>Grayson T. Walter Proskauer Rose LLP Three First National Plaza 70 West Madison, Suite 3800 Chicago, IL 60602 Tel: (312) 926-3550 Fax: (312) 962-3551 Email: gwalter@proskauer.com</p>
	<p><u>Counsel For United States Trustee</u></p> <p>Stephen G. Wolfe Office of the U.S. Trustee 219 S. Dearborn, Room 873 Chicago, IL 60604 Tel: (312) 886-7480 E-mail: USTPRegion11.ES.ECF@usdoj.gov</p>

Additional Parties

(Service by Electronic Mail)

Laura Bandini National Labor Relations Board Special Litigation Branch 1099 14th Street, NW Washington, DC 20570 Tel: (202) 273-3784 Fax: (202) 273-1799 E-mail: Laura.Bandini@nlrb.gov	Michael C. Arnold, Esq. Attorney for AFOA 1125 Grand Blvd., Suite 1600 Kansas City, MO 64106 Tel: (816) 421-5788 Fax: (816) 471-5574 E-mail: mcarnold@anwj.com
Arena Football League Players' Assoc. Todd Flanagan 1133 20th Street, NW, Suite 700 Washington, DC 20036 Tel: (202) 756-9130 Todd.flanagan@nflplayers.com	
Paul Engelberts, President Arena Football Officials Assoc. 3124 Ferris Avenue Royal Oak, MI 48073 Fax: (248) 588-0105 pmberts@att.net	

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:

INDOOR FOOTBALL ESTATE, LLC)
(f/k/a ARENA FOOTBALL LEAGUE, LLC),) Chapter 11
DEBTOR.)
) Case No. 09-B-29024
)
) Honorable Susan Pierson Sonderby

**COVER SHEET FOR SECOND AND FINAL APPLICATION
OF ALEX D. MOGLIA, THE CHAPTER 11 TRUSTEE FOR THE DEBTOR,
FOR ALLOWANCE OF COMPENSATION (BASED ON DISBURSEMENTS
FROM JANUARY 20, 2010 THROUGH MARCH 8, 2010)**

Name of Applicant: Alex D. Moglia as the Chapter 11 Trustee to
Debtor, Indoor Football Estate, LLC
(f/k/a Arena Football League, LLC)

Authorized to Provide Debtor, Indoor Football Estate, LLC
Professional Services related (f/k/a Arena Football League, LLC)
to:

Date of Order Authorizing October 20, 2009
Employment:

Period for Which January 20, 2010 through March 8, 2010
Compensation is Sought: (for compensation based on disbursements)

Amount of Fees Sought: \$17,460.18
(\$14,236.77 disbursed from remaining Bank's
carve-out)

Amount of Expense \$0.00
Reimbursement Sought:

This is a(n) _____ interim _____ X final application.

Date Filed	Period Covered	Total Requested (Fees)	Total Requested (Expenses)	Total Allowed
3/9/10	1/20/10 – 3/8/10	\$17,460.18 (\$14,236.77 disbursed from remaining Bank's carve-out)	\$0.00	Pending

Pursuant to the Court order dated March 2, 2010, the aggregate amount paid to the Applicant to date of services rendered and expenses incurred herein is \$168,763.23, leaving a balance of \$14,236.77 from Fifth Third Bank's \$183,000.00 carve-out set aside for the Trustee.

Dated: March 9, 2010

Applicant: ALEX D. MOGLIA as Chapter 11 Trustee

By: /s/ Alex. D. Moglia
Alex D. Moglia, as Chapter 11 Trustee
to Debtor, Indoor Football Estate, LLC
(f/k/a Arena Football League, LLC)

Alex D. Moglia
1325 Remington Road
Suite H
Schaumburg IL 60173
(847) 884-8282

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:

INDOOR FOOTBALL ESTATE, LLC (f/k/a ARENA FOOTBALL LEAGUE, LLC),) DEBTOR.) Chapter 11 Case No. 09-B-29024 Honorable Susan Pierson Sonderby
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**SECOND AND FINAL APPLICATION
OF ALEX D. MOGLIA, THE CHAPTER 11 TRUSTEE FOR THE DEBTOR,
FOR ALLOWANCE OF COMPENSATION (BASED ON DISBURSEMENTS
FROM JANUARY 20, 2010 THROUGH MARCH 8, 2010)**

NOW COMES Alex D. Moglia, Chapter 11 Trustee for Indoor Football Estate, LLC (f/k/a Arena Football League, LLC) (“AFL” or “Debtor”) pursuant to 11 U.S.C. §§ 330 and 326, and respectfully seeks the allowance of \$17,460.18 (\$14,236.77 disbursed from remaining Bank’s carve-out) as final compensation based on expenses incurred from January 20, 2010 through March 8, 2010 (the “Fee Application”). In support hereof the Trustee respectfully states as follows:

**I.
SUMMARY**

1. On March 2, 2010, the Court granted the Trustee’s first interim application for compensation of fees and reimbursement of expenses in the amount of \$168,763.23. From January 20, 2010 through March 8, 2010, the Trustee incurred an additional \$17,460.18 in fees. The Trustee seeks actual disbursement of fees in the amount of \$14,236.77 remaining in Fifth Third Bank’s carve-out, \$183,000.00 being the entire amount of carve-out set aside for payment to the Trustee and \$14,236.77 remaining in the carve-out after \$168,763.23 was paid.

**II.
JURISDICTION AND VENUE**

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157(a). This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue for this matter and this Fee Application is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**III.
BACKGROUND**

3. The Trustee hereby adopts and incorporates by reference his First Interim Application for Allowance of Compensation and Reimbursement of Expenses filed on February 11, 2010 (“Trustee’s First Fee Application”).

4. Fifth Third Bank (the “Lender” or “Bank”) agreed to apply the cash from the carve-outs from its collateral for payment of allowed fees and expenses of certain professionals, including the Trustee. The carve-out amount for the Trustee is \$183,000.00.

5. As a part of the agreement with the Bank concerning the carve-outs, the Trustee agreed to discount his compensation, from the amount capped under 11 U.S.C. § 326, to 3.0% of all disbursements made to parties in interest, excluding the debtor, but including holders of secured claims.

**IV.
COMPUTATION OF COMPENSATION**

6. Total disbursements to parties in interest, excluding the Debtor, but including holders of secured claims are \$582,005.86 from January 20, 2010 through March 8, 2010. A copy of the Trustee’s disbursement records from January 20, 2010 through March 8, 2010 is included with this Application as **Exhibit A**.

7. Accordingly, the Trustee respectfully submits that his compensation should be computed as follows, with the Trustee's compensation totaling \$17,460.18 from January 20, 2010 through March 8, 2010:

Total Disbursements	<u>\$582,005.86</u>
3.0% of Disbursements	<u>\$14,236.77</u>
TOTAL COMPENSATION	<u>\$17,460.18</u>

8. If the full limits of 11 U.S.C § 326 were applied, the Trustee's total compensation would have totaled \$191,798.33. However, the Trustee is seeking the allowance of compensation and reimbursement of expenses in the amount of \$186,223.41, which includes \$168,763.23 that was previously authorized by this Court. Further, the total amount of disbursement sought by the Trustee for compensation and reimbursement of expenses is \$183,000.00. This amount is \$8,798.33 less than the statutorily allowed amount.

**V.
PRIOR APPLICATION**

9. This is the Second and Final Application for Compensation and Reimbursement of Expenses filed by the Trustee. On March 2, 2010, this Court authorized a payment to the Trustee in the amount of \$168,763.23, which left \$14,236.77 remaining in the Bank's carve-out set aside for the payment to the Trustee.

**VI.
NOTICE**

10. Notice of hearing on this Fee Application has been provided electronically or via facsimile to: (a) the Office of the United States Trustee; (b) counsel to the Official Committee of Unsecured Creditors pursuant to Rule 2002(i) of Federal Rules of Bankruptcy Procedure; and (c) any and all parties that have appeared in the cases or otherwise requested notice of pleadings.

VII.
PRAYER FOR RELIEF

For all the foregoing reasons, the Trustee respectfully requests the entry of an order substantially in the form of the proposed order attached hereto, granting the relief requested herein:

- (a) Allowing Alex D. Moglia's Second and Final Application for Compensation in the amount of \$17,460.18;
- (b) Authorizing the Trustee to distribute on account of such allowed claim \$14,236.77 from the \$183,000.00 carve-out from Fifth Third Bank's collateral allocated to the Trustee;
- (c) Authorizing the Trustee, Alex D. Moglia, to apply in the future for an additional disbursement of allowed fees and expenses, should the estate acquire funds in the future not subject to the lien of Fifth Third Bank with which to do so;
- (d) Authorizing notice to the Creditors Committee in lieu of notice to all creditors under Rule 2002(i); and
- (e) Granting such other and further relief as the Court deems just under the circumstances.

VIII.
CERTIFICATION

The undersigned certifies under penalty of perjury that no agreement or understanding exists between the undersigned and any other person for sharing of compensation prohibited by the Bankruptcy Code. No payments have previously been made or promised in any capacity in connection with the above case.

Dated: March 9, 2010

/s/ Alex D. Moglia

Alex D. Moglia, as Chapter 11 Trustee
to Debtor, Indoor Football Estate, LLC
(f/k/a Arena Football League, LLC)

Alex D. Moglia
1325 Remington Road, Suite H
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